

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF PENNSYLVANIA**

TIEN LE, Individually and on Behalf of All
Others Similarly Situated,

Plaintiff,

v.

DYNAVOX INC., EDWARD L.
DONNELLY JR., KENNETH D. MISCH,
PIPER JAFFRAY & CO. and JEFFERIES
& COMPANY, INC.,

Defendants.

Plaintiff, by and through the undersigned attorneys, alleges the following upon information and belief, except as to those allegations concerning Plaintiff, which are alleged upon personal knowledge. Plaintiff's information and belief is based upon, among other things, plaintiff's counsel's investigation, which includes without limitation: (a) review and analysis of regulatory filings made by DynaVox, Inc. ("DynaVox" or the "Company"), with the United States Securities and Exchange Commission ("SEC"); (b) review and analysis of press releases and media reports issued by and disseminated by DynaVox; and (c) review of other publicly available information concerning DynaVox.

NATURE OF THE ACTION

1. This is a class action on behalf of all persons or entities who acquired the common stock of DynaVox, Inc. (“DynaVox” or the “Company”) pursuant to the Company’s false and misleading Registration Statement and Prospectus issued in connection with its April 21, 2010 initial

public offering (“IPO”), seeking to pursue remedies under the Securities Act of 1933 (the “1933 Act”).

2. DynaVox designs, manufactures, and distributes electronic and symbol-based augmentative communication equipment, software, and services. The Company offers speech generating technology and special education software solutions for individuals with speech, language, physical, or learning disabilities.

3. On April 21, 2010, DynaVox accomplished its IPO of 9.38 million shares of common stock at \$15.00 per share (with an option to the underwriters for a period of 30 days to purchase 1,406,250 additional shares of Class A common stock at the public offering price less the underwriting discount from DynaVox if the underwriters sell more than 9,375,000 shares in the offering), for gross proceeds of \$140.63 million pursuant to a Registration Statement and Prospectus (collectively, the “Registration Statement”). The Registration Statement failed to disclose a softening of demand for the Company’s speech generating devices and software products.

4. On September 30, 2010, DynaVox issued a press release commenting on the Company’s first quarter fiscal 2011 results and disclosed that “the Company experienced a softening of demand for both its speech generating devices and software products. As a result, operating results for the fiscal first quarter will not be consistent with historical performance or indicative of what management believes to be the Company's long-term future operating potential.”

5. On this news, DynaVox’s stock price plummeted \$2.68 per share, to close at \$5.44 per share on October 1, 2010, a one-day decline of approximately 33% on unusually heavy trading volume of more than 3.4 million shares traded volume.

6. The true facts which were omitted from the Registration Statement were: (a) the Company was experiencing a softening of demand for both its speech generating devices and

software products; and (b) as a result, the weak demand for the Company's products would cause DynaVox's financial results to trend adversely compared to the trends included in the Registration Statement.

JURISDICTION AND VENUE

7. The claims asserted herein arise under Sections 11 and 15 of the Securities Act (15 U.S.C. §§ 77k and 77o) and Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §§78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. § 240.10b-5).

8. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §1331 and Section 22 of the Securities Act (15 U.S.C. § 77v) and Section 27 of the Exchange Act (15 U.S.C. §78aa).

9. Venue is proper in this Judicial District pursuant to 28 U.S.C. §1391(b) and Section 27 of the Exchange Act (15 U.S.C. §78aa(c)). Substantial acts in furtherance of the alleged fraud or the effects of the fraud have occurred in this Judicial District. Many of the acts charged herein, including the preparation and/or dissemination of materially false and/or misleading information, occurred in substantial part in this District.

10. In connection with the acts, transactions, and conduct alleged herein, Defendants directly and indirectly used the means and instrumentalities of interstate commerce, including the United States mail, interstate telephone communications, and the facilities of a national securities exchange.

PARTIES

11. Plaintiff Tien Le, as set forth in the accompanying certification, acquired the common stock of DynaVox pursuant to the IPO, as set forth in the accompanying certification, and

has been damaged thereby.

12. Defendant DynaVox is a Delaware corporation with its principal executive offices situated at 2100 Wharton Street, Suite 400, Pittsburgh, Pennsylvania.

13. Defendant Edward L. Donnelly, Jr. (“Donnelly”) was at all relevant times Chief Executive Officer (“CEO”) and a director of DynaVox. Defendant Donnelly signed or authorized the signing of the Registration Statement.

14. Defendant Kenneth D. Misch (“Misch”) was at all relevant times Chief Financial Officer (“CFO”) and Principal Accounting Officer of DynaVox. Defendant Misch signed or authorized the signing of the Registration Statement.

15. Defendants Donnelly and Misch are collectively referred to hereinafter as the “Individual Defendants.” The Individual Defendants, because of their positions within the Company, possessed the power and authority to control the contents of DynaVox’s reports to the SEC, press releases and presentations to securities analysts, money and portfolio managers and institutional investors, *i.e.*, the market. Each Individual Defendant was provided with copies of the Company's reports and press releases alleged herein to be misleading prior to, or shortly after their issuance, and had the ability and opportunity to prevent their issuance or cause them to be corrected. Because of their positions and access to material non-public information available to them, each of these defendants knew that the adverse facts specified herein had not been disclosed to, and were being concealed from, the public, and that the positive representations which were being made were then materially false and/or misleading. The Individual Defendants are liable for the false statements pleaded herein, as those statements were each “group-published” information, the result of the collective actions of the Individual Defendants.

16. Defendant Piper Jaffray & Co. (“Piper Jaffray”) served as an underwriter in connection with the IPO.

17. Defendant Jefferies & Company, Inc. (“Jefferies”), served as an underwriter in connection with the IPO.

18. Defendants Piper Jaffray and Jefferies are collectively referred to hereinafter as the “Underwriter Defendants.”

SUBSTANTIVE ALLEGATIONS

Background

19. Defendant DynaVox designs, manufactures and distributes electronic and symbol-based augmentative communication equipment, software and services. The Company offers speech generating technology and special education software solutions for individuals with speech, language, physical, or learning disabilities.

Materially False and Misleading Statements Made in Connection with the IPO

20. In January 2010, DynaVox filed a Form S-1 Registration Statement in connection with its IPO. The Registration Statement was declared effective by the SEC on or about April 21, 2010.

21. On April 21, 2010, DynaVox issued a press release titled “DynaVox Announces Pricing of Its Initial Public Offering,” which stated in relevant part:

PITTSBURGH, April 21, 2010 (GLOBE NEWSWIRE) -- DynaVox Inc., a leading provider of software, devices and content to assist people in overcoming their speech, language or learning disabilities, announced today that its initial public offering of 9,375,000 shares of its Class A common stock has been priced at \$15.00 per share. The shares are expected to begin trading tomorrow, April 22, 2010, on the NASDAQ Global Select Market under the ticker symbol “DVOX.” The underwriters have been granted a 30-day option to purchase up to 1,406,250 additional shares of Class A common stock at the public offering price less the underwriting discount from

DynaVox if the underwriters sell more than 9,375,000 shares in the offering.

22. The Registration Statement and accompanying Prospectus stated, among other things:

We develop and market industry-leading software, devices and content to assist people in overcoming their speech, language or learning disabilities. Our proprietary software is the result of decades of research and development and our trademark- and copyright-protected symbol sets are more widely used than any other in the world. These assets have positioned us as a leader in two areas within the broader market for assistive technologies—speech generating technologies and special education software. ***Due to the magnitude and growth of the underserved non-verbal or speech impaired populations in our targeted geographies and the significant and growing portion of the student populations who are classified as having special educational requirements, we believe that there are substantial opportunities for growth within both of these areas.***

We are the largest provider of speech generating technology and we believe that we sell a significantly greater number of speech generating devices than our next largest competitor each year. ***We believe that this area of the assistive technologies market is significantly underpenetrated and growing.*** We estimate that each year in our targeted geographies 350,000 additional individuals join the population of those who could use advanced speech generating technologies but that, due to a low level of awareness, only a small proportion of these individuals will actually receive such a device. Our speech generating devices are used by those who are unable to speak, such as adults with amyotrophic lateral sclerosis, or ALS, often referred to as Lou Gehrig's disease, strokes or traumatic brain injuries and children with cerebral palsy, autism or other disorders. We believe that our speech generating devices can transform the lives of users by enabling them to communicate through synthesized or digitized (recorded) speech. Our devices also allow these individuals to connect with society and control their environment in a variety of ways, including the ability to access the Internet, send text messages and control light switches, televisions and other features of their homes. Our speech generating devices are powered by our software platform that utilizes sophisticated adaptive and predictive language models and our proprietary symbol sets. These devices allow our users to rapidly and efficiently generate speech. Our portfolio of speech generating devices provides users with a broad range of features and designs and makes use of an array of adaptive technology that permits users with physical or cognitive limitations to access and control our devices. For example, our new Xpress product line offers our speech generating technology in a small, portable device that uses a high resolution dynamic capacitive touch screen for clients with some level of physical ability, while our Vmax product allows more physically restricted users to control the device with their tongue, their head or, with the use of our EyeMax accessory, their eye movements.

Speech generating technologies are prescribed based on evaluations by speech language pathologists and either provided directly by institutions, such as schools or funded for eligible clients by third-party payors including the U.S. Centers for Medicare and Medicaid Services, or CMS, and private insurance programs. In our fiscal year ended July 3, 2009, sales of our speech generating technology products represented approximately 82% of our net sales.

We are a leading provider of software for special education teachers and students with complex communication and learning needs. Our software is used by children with cognitive challenges, such as those caused by autism, Down syndrome or brain injury; physical challenges, such as those caused by cerebral palsy or other neuromuscular disorders; as well as by children with learning disabilities, such as severe dyslexia. Symbol-based adapted activities and material are the preferred method of educating children with these special needs. Educators use our proprietary software as a publishing and editing tool to create interactive, symbol-based educational activities and materials for these students and to adapt text-based materials to symbol-based materials for students with limited reading skills. Our Boardmaker family of products, which utilize our proprietary symbol sets, are the most widely used and recognized tools for creating symbol-based activities and materials in the industry. ***In calendar year 2010, we plan to introduce the next generation of our special education software, which we anticipate will be adopted by our existing customer base as well as new users.*** In addition to offering the key elements of functionality provided by our previous offerings, our newest software platform will include significant new content as well as online and desktop assets that provide an integrated web-based environment and the ability to collaborate and share content, or purchase our professionally-generated content, online. ***Funding for instructional materials for students with special needs and funding for technology in classrooms have grown in recent years and are forecasted to continue to grow. Funding comes primarily from federal sources including the American Recovery and Reinvestment Act, or ARRA, and the Individuals with Disabilities Education Act, or IDEA, but also includes funding from state and local governments as well as private schools and parents of children with special needs.*** In our fiscal year ended July 3, 2009, sales of our special education software products represented approximately 18% of our net sales.

In the United States, Canada and the United Kingdom, we sell our speech generating devices through a direct sales infrastructure focused on speech language pathologists. We believe that our sales force is significantly larger than that of our next largest competitor. We use strategic partnerships with third-party distributors to sell our products in other international markets that we have targeted. We sell our special education software through direct mail as well as through the Internet. We are also investing in our web-based and social media-based marketing and education efforts to build awareness for both our speech generating technologies and our special education software.

We place great importance on research and development and have a long history and demonstrated track record of innovation. We have innovated in the areas of touch screens with dynamic display, environmental control and word prediction in speech generating devices. Additionally, our Boardmaker family of products has been a leader in interactive symbol-based special education software.

We have increased our net income to \$8.8 million in our fiscal year ended July 3, 2009 from \$4.9 million in our fiscal year ended June 29, 2007, representing a compound annual growth rate, or CAGR, of 34%. Our net sales has similarly increased, to \$91.2 million in fiscal 2009 from \$66.2 million in fiscal 2007, representing a CAGR of 17%. This increase in net sales, along with improved operating efficiencies, has enabled us to grow our earnings before interest, taxes, depreciation and amortization with certain other adjustments, or Adjusted EBITDA, to \$24.5 million in our fiscal year ended July 3, 2009 from \$13.0 million in our fiscal year ended June 29, 2007, representing a CAGR of 37%. Our net income, net sales and Adjusted EBITDA for the thirteen week period ended October 2, 2009 were \$1.7 million, \$24.3 million and \$5.5 million, respectively. ...

[Emphasis added.]

23. The Form S-1 outlined the Company's historical sales and its purportedly current business operations and discussed the Company's competitive advantages and anticipated growth, and emphasized the unmet need and growing demand for speech generating technologies and software:

We currently compete in two areas within the assistive technologies market: speech generating technologies and special education software.

Speech Generating Technologies

Speech generating technologies are generally used as a proxy for verbal communication by non-verbal or substantially speech impaired adults and children. Degenerative and congenital conditions commonly found in adult and child users of speech generating technology include cerebral palsy, intellectual disabilities, ALS and autism. Other users of speech generating technology include adults who have experienced a stroke or traumatic brain injury as well as adults and children with temporary speech impairments.

We currently market our products in the United States, Canada, Australia, the United Kingdom and certain other countries within the European Union. According to

sources such as the Centers for Disease Control, approximately 20 million adults and children in the United States suffer from conditions that may potentially lead to speech impairment, and it is estimated that 1.1 million additional individuals are diagnosed with these conditions every year. *Assuming the same level of incidence, we estimate that throughout our targeted geographies approximately 46 million individuals suffer from these conditions and approximately 2.5 million additional individuals are diagnosed with them each year. We estimate that approximately 14% of these individuals, or 350,000 additional adults and children each year, are candidates for speech generating technologies, resulting in an annual opportunity of \$1.8 billion from just new cases alone.*

The speech generating device segment of the assistive technology market is significantly under-penetrated for the eligible population who could benefit from this technology. We estimate that in our targeted geographies only a small proportion of those individuals who are diagnosed each year with a condition leading to speech impairment and who could use advanced speech generating technologies actually receive such a device. Furthermore, we believe that the subset of U.S. speech language pathologists who work with individuals who could benefit from advanced speech generating technologies and who recommend a device is underpenetrated. We believe a number of factors will contribute to the increased demand for speech generating technology, including:

- * Growing Awareness Among Speech Language Pathologists. As more speech language pathologists learn about the benefits of speech generating technology and the availability of funding, either through formal training or professional experience, an increasing percentage of these specialists are recommending speech generating devices.
- * Increasing Awareness Among the Underserved Population. More potential users and their caregivers are learning about the benefits of speech generating technology. There is a growing level of media coverage of speech generating devices and their users, and consumers are proactively learning about speech generating technology through web-based research and through web- and social media-based networking.
- * Advances in Technology. Technological advances have made speech generating technology more appealing and accessible to a broader range of potential users.
- * Increasing Number of Eligible Users. Many of the congenital, degenerative and traumatic conditions that cause speech impairment are becoming more prevalent.
- * Social Trends. Speech generating technologies are continuing to garner a

greater level of acceptance, including enhanced funding support from federal, state and school sources.

Special Education Software

Schools use a variety of instructional materials to meet the needs of students with speech and learning disabilities, including print-based materials and interactive software. These instructional materials are used by special education teachers and speech language pathologists to create symbol-based activities and content in order to facilitate learning and communication by students with physical, developmental, or congenital learning disabilities.

Special education software targets students in kindergarten through 12th grade, or K–12, schools. In the United States, approximately 132,000 K–12 schools serve more than 55 million students. An estimated \$12.2 billion was spent on instructional materials for K–12 education in the 2008–2009 school year. ***An estimated 6.0 million students in the United States are deemed to require special education, representing a market opportunity in excess of \$1.0 billion.***

We believe several factors will drive continued growth for special education software and content, including:

- * Rising Education Accountability Standards. Accountability standards such as those promulgated under Elementary and Secondary Education Act, commonly referred to as No Child Left Behind, or NCLB, set objectives that schools must satisfy for their entire student populations. As such, schools are focusing more of their efforts and resources on serving the more educationally challenged students, which requires unique approaches to learning.
- * Higher Funding Levels. In recent years, programs such as IDEA have provided new and growing sources of funds specifically earmarked for the educational needs of students with learning disabilities, including those with communication challenges.
- * Advancing Software Technologies. As software technologies develop towards faster, more portable and less expensive computing power, schools are allocating more funds from their budgets to support technology. Web-enabled classrooms and software programs are also leading to increasing user appetites for pre-generated educational content available on a ready-to-use basis.
- * Increasing Spending on Education Globally. As countries become wealthier and more developed, classification standards for special education are

becoming more inclusive. As more attention is paid internationally to students with special educational challenges, we expect that there will be increasing demand for special education software and content worldwide to meet their needs.

Our Solutions

We are focused on using technology to give people the ability to communicate and learn. We have developed a proprietary software platform that powers our speech generating devices to provide voice to those who cannot speak and is used by educators to help children with special needs. This software is the product of many years of research and development and utilizes our proprietary symbol sets and sophisticated adaptive and predictive language models to make communication more efficient.

Our Speech Generating Technology Solutions

We believe that our speech generating technologies can transform the lives of those who have significant speech, language, physical or learning challenges by enabling their communication. We believe the following competitive strengths have allowed us to achieve and maintain our position as the leading provider of speech generating technology:

- * **Broad and Innovative Speech Generating Device Portfolio.** We believe we offer the broadest and most innovative portfolio of speech generating devices that address the needs of individuals with severe physical or cognitive limitations.
- * **Features that Enhance the Quality of Life for Users.** We believe our implementation of the same advances that are being made in the consumer electronics area, such as reduction in device size and offering devices with a variety of appearances and features to suit individual preferences, is not only enhancing the quality of life for our users but also expanding the attractiveness of using a device.
- * **Comprehensive Customer Service and Support.** We believe our customer service team is the largest in the industry. We seek to make it as easy as possible for those who can benefit from our speech generating technologies to learn about our product offerings, to obtain the right device and receive the support they need to integrate that device into their lives. We do this by providing a significant portion of our customer support, including demonstrations, information, documentation and support during the evaluation period and, in some cases, providing a no-charge loaner device to potential customers, prior to the actual sale.

Our Special Education Software Solutions

Our special education software allows educators to efficiently and collaboratively create interactive, symbol-based educational activities and materials for students with a variety of physical and cognitive challenges and to adapt text-based materials to symbol-based materials for students with reading difficulties. In addition, our rich collection of professionally-generated content for specific lesson plans provides a valuable, time-saving tool for teachers. We believe the following key factors enhance our market position in the special education software market:

- * Offer Educators a Family of Products for Creating, Adapting and Delivering Content. We offer the Boardmaker family of products, the most widely used and recognized publishing and editing tool that allows educators to efficiently create, adapt and deliver learning activities to suit the unique challenges of their students.
- * Focus on an Enhanced and Customized Learning and Communication Experience for Children. Our software provides educators with the necessary tools to enhance the learning experience for students with special needs. Our software motivates students with auditory feedback and support through digitized or synthesized speech.
- * Provide Professionally-Generated Proprietary Content Offerings. We offer a library of high-quality proprietary professionally-generated content that is immediately accessible to educators as an add-on purchase to our software offerings so that they can spend their time adapting materials for their students, rather than creating materials from scratch. Our selection of proprietary content provides time-saving, ready-made educational activities, templates and communication boards for use with our Boardmaker software platform.
- * Host and Manage Online Community Resource for Educators. We created, host and manage the fast-growing AdaptedLearning.com website, which provides users of our special education software platform with an online community. Our AdaptedLearning.com community combines file sharing, powerful search capabilities, implementation articles, open discussion forums and community functions where educators can interact with each other on the challenges they face and find thousands of pre-made activities that others have created and posted to share. Currently, we provide access to AdaptedLearning.com for free to both users of our special education software platform and others, including non-customers.

Our Strategy for Growth

Our mission is to transform the lives of those who have significant speech, language or learning disabilities. ***We believe that there remains a large global opportunity for us to serve the unmet needs of individuals who could benefit from our software, devices and content. Accordingly, we believe we can further expand the market penetration of our products and increase our revenue and earnings by pursuing the following business strategies:***

- * Continue to Expand the Scale, Reach and Sophistication of Our Direct Sales Force. We plan to continue expanding our direct sales infrastructure in order to educate more speech language pathologists about the benefits to their clients of recommending our speech generating technologies. We plan to pursue more specialized segment-focused sales strategies, to better tailor our sales efforts to the particular needs and concerns of different types of customers, such as through separate sales teams focusing on children- and adult-specific speech language pathologists, specific institutions such as schools and hospitals or key accounts.
- * Continue to Build Awareness. We believe that a majority of non-verbal individuals and their caregivers are unaware that products such as ours exist. We plan to expand our coordinated marketing and public relations efforts to build awareness of our speech generating technologies among both potential end users and speech language pathologists. We are also investing in our web-based and social media-based marketing and education efforts to build awareness and increase the frequency of customer contact for both our speech generating technologies and our special education software.
- * Continue to Build Communities. We are expanding our fast-growing AdaptedLearning.com user community, which allows users of our software platform and others to share user-generated content as well as interact and exchange best practices. We believe that our sponsorship and support for the AdaptedLearning.com user community provides us with a connectedness with and deeper insight into our customers and a channel for marketing our professionally-generated content. We also plan to continue to strengthen our relationships with groups and institutions that serve individuals who could benefit from our products.
- * Continue to Innovate and Maintain Our Technology Leadership Position. We place great importance on research and development and have a long history and demonstrated track record of innovation. We have innovated in the areas of touch screens with dynamic display, environmental control and word prediction in speech generating devices and, through our Boardmaker family of products, we have been a leader in developing interactive symbol-based special education software. We plan to continue to develop

new devices, access methods and modes of communication and to build upon our competitive advantage by protecting our intellectual property as we continue to innovate.

- * Continue to Strategically Drive Our International Sales. We plan to continue to increase the revenue we generate from our existing and new international markets. We intend to strategically extend our proven direct sales model and add distributors in key markets, with a focus on those countries with broadly available funding for our products. We also intend to continue to expand our international marketing efforts.

[Emphasis added.]

23. Then, on September 30, 2010, DynaVox issued a press release titled, “DynaVox Comments on First Quarter Fiscal Year 2011.” Therein, the Company, in relevant part, stated:

PITTSBURGH, Sept. 30, 2010 (GLOBE NEWSWIRE) -- DynaVox (Nasdaq:DVOX), the world's leading provider of communication and education products for individuals with significant speech, language and learning disabilities, today commented on its fiscal first quarter which ends October 1, 2010.

In its Form 10-K for the fiscal year ended July 2, 2010 filed on September 30, 2010, the Company indicated that during the first quarter of its fiscal year 2011, which ends on October 1, 2010, the Company experienced a softening of demand for both its speech generating devices and software products. As a result, operating results for the fiscal first quarter will not be consistent with historical performance or indicative of what management believes to be the Company's long-term future operating potential.

As a result of these conditions, management is withdrawing its Fiscal Year 2011 Guidance included in its earnings release dated August 25, 2010 and will provide a further update to the investment community as more information becomes available.

“During our fiscal fourth quarter conference call, we discussed the impact on our business of the challenges facing international economies and the pressures on U.S. state and school budgets. Unfortunately, the impact of these factors on our fiscal first quarter results was more than we had anticipated,” stated Ed Donnelly, DynaVox's Chief Executive Officer. “While we are disappointed by the weaker sales during our first quarter, we continue to believe that the underlying patient need for our products remains unchanged and that we have a large opportunity to capitalize on an underpenetrated market. Our confidence in the long-term outlook for the Company is supported by new products in both education software, as well as a new speech platform, which we plan to introduce on October 4, 2010. We remain committed to our clients, employees and shareholders, and we believe we will be successful in

delivering on our goals over the long-term.”

The Company plans to report first quarter 2011 financial results on Thursday, November 11, 2010, after market close. The Company will also host a conference call to discuss these results and will provide additional comments and details. Participating on the call will be Ed Donnelly, Chief Executive Officer, and Ken Misch, Chief Financial Officer.

24. On this news, shares of DynaVox declined \$2.68 per share, or approximately 33%, to close on October 1, 2010, at \$5.44 per share, on unusually heavy volume of more than 3.4 million shares traded.

25. The true facts which were omitted from the Registration Statement were: (a) the Company was experiencing a softening of demand for both its speech generating devices and software products; and (b) as a result, the weak demand for the Company’s products would cause DynaVox’s financial results to trend adversely compared to the trends included in the Registration Statement.

CLASS ACTION ALLEGATIONS

26. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class consisting of all those who acquired shares of DynaVox common stock traceable to the Company’s false and misleading Registration Statement for its IPO (the “Class”), and who were damaged thereby. Excluded from the Class are defendants and their families, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which defendants have or had a controlling interest.

27. The members of the Class are so numerous that joinder of all members is impracticable. DynaVox stock was actively traded on the NASDAQ. While the exact number of

Class members is unknown to plaintiff at this time and can only be ascertained through appropriate discovery, plaintiff believes that there are hundreds of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by DynaVox or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions. DynaVox has more than 29.8 million shares of stock outstanding.

28. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by defendants' wrongful conduct in violation of federal law that is complained of herein.

29. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation.

30. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

- (a) whether the 1933 Act was violated by defendants' acts as alleged herein;
- (b) whether statements made by defendants to the investing public in the Registration Statement misrepresented material facts about the business, operations and financial prospects of DynaVox; and
- (c) to what extent the members of the Class have sustained damages and the proper measure of damages.

31. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the

damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

FIRST CLAIM
Violation of Section 11 of
The Securities Act Against All Defendants

32. Plaintiff repeats and realleges each and every allegation contained above, except any allegation of fraud, recklessness or intentional misconduct.

33. This Count is brought pursuant to Section 11 of the Securities Act, 15 U.S.C. §77k, on behalf of the Class, against all defendants.

34. The Registration Statement for the IPO was inaccurate and misleading, contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading, and omitted to state material facts required to be stated therein.

35. DynaVox is the registrant for the IPO. The defendants named herein were responsible for the contents and dissemination of the Registration Statement.

36. As issuer of the shares, DynaVox is strictly liable to plaintiff and the Class for the misstatements and omissions.

37. None of the defendants named herein made a reasonable investigation or possessed reasonable grounds for the belief that the statements contained in the Registration Statement were true and without omissions of any material facts and were not misleading.

38. By reasons of the conduct herein alleged, each defendant violated, and/or controlled a person who violated Section 11 of the Securities Act.

39. Plaintiff acquired DynaVox shares pursuant and/or traceable to the Registration

Statement for the IPO.

40. Plaintiff and the Class have sustained damages. The value of DynaVox common stock has declined substantially subsequent to and due to defendants' violations.

SECOND CLAIM
Violation of Section 15 of
The Securities Act Against the Individual Defendants

41. Plaintiff repeats and realleges each and every allegation contained above, except any allegation of fraud, recklessness or intentional misconduct.

42. This count is asserted against the Individual Defendants and is based upon Section 15 of the Securities Act.

43. Individual Defendants, by virtue of their offices, directorship and specific acts were, at the time of the wrongs alleged herein and as set forth herein, controlling persons of DynaVox within the meaning of Section 15 of the Securities Act. The Individual Defendants had the power and influence and exercised the same to cause DynaVox to engage in the acts described herein.

44. Individual Defendants' position made them privy to and provided them with actual knowledge of the material facts concealed from Plaintiff and the Class.

45. By virtue of the conduct alleged herein, the Individual Defendants are liable for the aforesaid wrongful conduct and are liable to Plaintiff and the Class for damages suffered.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff prays for relief and judgment, as follows:

(a) Determining that this action is a proper class action under Rule 23 of the Federal Rules of Civil Procedure;

(b) Awarding compensatory damages in favor of Plaintiff and the other Class

members against all defendants, jointly and severally, for all damages sustained as a result of Defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

(c) Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and

(d) Such other and further relief as the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiff hereby demands a trial by jury.

Dated: October 14, 2010

LAW OFFICE OF ALFRED G. YATES, JR., PC

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